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•	Other		Examiner's Initials

ARTICLES OF INCORPORATION OF GOLD FACES, INC.

ARTICLE I

The name of this corporation shall be:

GOLD FACES, INC.

ARTICLE II

This corporation may engage in the transaction of any or all-lawful business under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock authorized to be issued by this corporation at any time is 1000 shares of \$ 1.00 par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the stockholders there shall be no such preemptive rights.

ARTICLE V

This corporation is to have perpetual existence.



ARTICLE VI

ARTICLE VII

Rosario Nunez

ARTICLE VIII

This corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The name and addresses of the First Board of Directors who shall hold office until the first annual meeting of shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

Rosario Nunez 9320 West Flagler Street apt. 208, Miami, FL 33174

Ramiro Nicolas Ferreiro Barreras 8517 NW 7th Street apt. 101, Miami, FL 33126

Leydy Caridad Bajuelos 8517 NW 7th Street apt. 101, Miami, FL 33126

ARTICLE X

The name and address of the subscriber is:

Rosario Nunez 9320 West Flagler Street apt. 208, Miami, FL 33174

ARTICLE XI

The By-laws of this corporation may be created, amended, changed, or replaced by either the stockholders or the Directors of the corporation at any duly scheduled special meeting called for that purpose.

ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit, or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him being or having been a director of the corporation (whether or not he or she is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this May 9, 2003.

Subscriber Incorporator.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA; NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

> Rosario Nunez 8517 NW 7th Street apt. 101, Miami, FL 33126

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.-----

SIGNATURE:

SUBSCIRIBER)

DATE: May 9, 2003.

HAVING BEEN NAMED TO ACCEPTS SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION; AT THE PLACE DESIGNATED IN THIS CERTIFICATE; I HEREBY AGREE TO ACT IN THIS CAPACITY; AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

RESIDENT AGENT)

DATE: May 9, 2003.